

Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
CODON PHARMACEUTICALS, INC.)	
and ONCOR, INC.,)	Case No. 99-436 (JF)
)	
Debtors.)	(Jointly Administered)

**AMENDED ORDER UNDER 11 U.S.C. SECTION 363
AUTHORIZING SALE OF BROWN PATENTS**

Oncor, Inc. ("Oncor") and Codon Pharmaceuticals, Inc. ("Codon" and, collectively with Oncor, the "Debtors"), as debtors and debtors in possession in the above-captioned cases having filed a motion, dated September 29, 1999 (the "Motion"), seeking the entry of an order pursuant to 11 U.S.C. § 363 authorizing Codon's Sale of the Brown Patents¹ ("Patents") to AGI Dermatics ("AGI") Subject to Higher and Better Offers (the "Sale"); and the Court having found that the Sale is in the best interests of Codon's creditors and estate; and the Court further having found that it has jurisdiction over this matter pursuant to 28 U.S.C. sections 157 and 1334; and upon the record herein; and after due deliberation thereon; and due and proper notice of the Motion having been given; and sufficient cause appearing therefor; and bidding having taken place and AGI's bid of \$35,000 for the Patents having been the highest and best offer; it is hereby

ORDERED that the Motion is granted; and it is further

¹A description of the Brown Patents is attached hereto as Exhibit A.

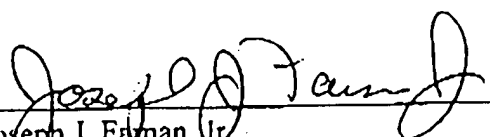
ORDERED that Codon is hereby authorized to sell the Brown Patents to AGI pursuant to the terms set forth in the Motion, as amended to: (i) increase the sale price to \$35,000; and (ii) eliminate the payment of any milestone payments and royalties; and it is further

ORDERED that pursuant to section 363(f) of the Bankruptcy Code, the Brown Patents shall be transferred to AGI free and clear of any and all liens, claims, interests and encumbrances with any such liens, claims, interests and encumbrances, if any, to attach to the proceeds of the sale in the order, priority and validity that may exist pursuant to 11 U.S.C. § 363(b) (f) and (k); and it is further

ORDERED that the Debtors, their officers, employees, and agents are authorized to take any action which, in their business judgment, is reasonably necessary or appropriate to effect any of the foregoing.

Dated: Wilmington, Delaware

January 14, 2000



Joseph J. Fauman, Jr.
United States District Judge

Exhibit A

- 1) **U.S. Patent No. 5,990,177**
Issued: : November 23, 1999
Inventor : Brown
Appl. No. : 08/933,144
Filed: : September 18, 1997
For : Treatment of Disease Mediated by Nitric
Oxide/cGMP/Protein Kinase G Pathway
Atty Dkt No.: 013/PA-0093
- 2) **U.S. Provisional Application No. 60/026,577**
Applicant : Brown et al.
Filed : September 18, 1996
For : Dermatological Compositions and Methods
Atty Dkt No.: 024/PA-0064 P1
- 3) **U.S. Provisional Application No. 60/035,947**
Applicant : Brown et al.
Filed : January 21, 1997
For : Dermatological Compositions and Methods
Atty Dkt No.: 023/PA-0064 P2
- 4) **U.S. Provisional Application No. 60/036,863**
Applicant : Brown et al.
Filed : February 4, 1997
For : Dermatological Compositions and Methods
Atty Dkt No.: 022/PA-0064 P3
- 5) **U.S. Provisional Application No. 60/048,597**
Applicant : Brown et al.
Filed : June 4, 1997
For : Dermatological Compositions and Methods
Atty Dkt No.: 021/PA-0064 P4
- 6) **U.S. Application No. 08/933,143**
Applicant : Brown et al.
Filed : September 18, 1997
For : Dermatological Compositions and Methods
Atty Dkt No.: 019/PA-0068

- 7) **U.S. Application No. 08/933,144**
Applicant : Brown
Filed: September 18, 1997
For : Treatment of Disease Mediated by Nitric
Oxide/cGMP/Protein Kinase G Pathway
Atty Dkt No.: 013/PA-0093
- 8) **U.S. Application No. 08/933,145**
Applicant : Brown & Ren
Filed : September 18, 1997
For : Treatment of Neurodegenerative Diseases
Atty Dkt No.: 015/PA-0086
- 9) **U.S. Application No. 09/055,274**
Applicant : Ren et al.
Filed : April 6, 1998
For : Dermatological Formulations and Methods
Atty Dkt No.: AGI-129/002/020160-392
- 10) **U.S. Application No. 09/085,917**
Applicant : Brown et al.
Filed : May 28, 1998
For : Dermatological Compositions and Methods
Atty Dkt No.: 017/PA-0068 CIP2
- 11) **U.S. Application No. 09/086,200**
Applicant : Brown & Ren
Filed : May 28, 1998
For : Treatment of Neurodegenerative Diseases
Atty Dkt No.: 014/PA-0086 CIP
- 12) **U.S. Application No. 09/086,547**
Applicant : Ren and Brown
Filed : May 28, 1998
For : Dermatological Compounds
Atty Dkt No.: 011/PA-0104
- 13) **U.S. Application No. 09/086,548**
Applicant : Brown et al.
Filed : May 28, 1998
For : Treatment of Disease Mediated by Nitric
Oxide/cGMP/Protein Kinase G Pathway
Atty Dkt No.: 012/PA-0093 CIP

- 14) **International Application No. PCT/US97/16642**
Applicant : Brown et al.
Filed : September 18, 1997
For : Pharmaceutical Compositions and Methods
Atty Dkt No.: 018/PA-0068 PCT
- 15) **International Application No. PCT/US98/05346**
Applicant : Brown et al.
Filed : March 18, 1998
For : Pharmaceutical Compositions and Methods
Atty Dkt No.: 016/PA-0068 PCT CIP
- 16) **International Application No. PCT/US99/07495**
Applicant : Ren et al.
Filed : April 6, 1999
For : Dermatological Formulations and Methods
Atty Dkt No.: AD-020160-392
- 17) **International Application No. PCT/US99/11839**
Applicant : Brown et al.
Filed : May 28, 1999
For : Dermatological Compositions and Methods
Atty Dkt No.: 032384-017
- 18) **International Application No. PCT/US99/11840**
Applicant : Brown & Ren
Filed : May 28, 1999
For : Treatment of Neurodegenerative Diseases
Atty Dkt No.: 032384-014
- 19) **International Application No. PCT/US99/11841**
Applicant : Ren and Brown
Filed : May 28, 1999
For : Dermatological Compounds
Atty Dkt No.: 032384-011
- 20) **Australian Application No. 45,842/97**
Applicant : Brown et al.
Filed : April 20, 1999
For : Pharmaceutical Compositions and Methods
Parent: International Appl. No. PCT/US97/16642
Atty Dkt No.: 032384-018AU

21) Canadian Application No. 2,266,496

Applicant : Brown et al.
Filed : March 18, 1999
For: : Pharmaceutical Compositions and Methods
Parent: International Appl. No. PCT/US97/16642

22) EP Application No. 97944319.9

Applicant : Brown et al.
Filed : March 18, 1999
For: : Pharmaceutical Compositions and Methods
Parent: International Appl. No. PCT/US97/16642